

RECORDATION NO. 21701-AB
FILED
JAN 8 '99 11-10AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

December 22, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed are originals and copies of the Memorandum of Assignment and Assumption Agreement, and the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated December 17, 1998 between the following parties:

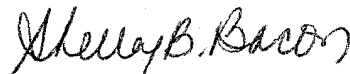
A → Assignee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see the Schedule I's as set forth in these documents for the Equipment involved in these transactions. Please file these agreements as secondary documents. The lease in which these documents are connected is recorded under Recordation Number 21701. The amount of \$26.00 is included in the enclosed check.

Sincerely,

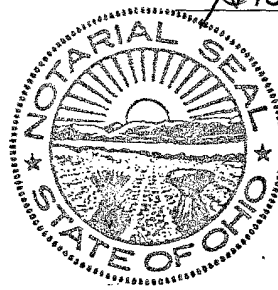
THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, *Shelley B. Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002



RECORDATION NO. 71701-A, B

FILED

JAN 8 '99

11-10AM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

January 5, 1999

Ms. Janice Fort
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Fort:

Enclosed is a check in the amount of \$26.00 for the filing of the attached request. I apologize for the confusion.

If you have any questions, please feel free to call me at (513) 621-8770 ext. 137.

Sincerely,

THE DAVID J. JOSEPH CO.

Shelley Bacon
Contract Assistant

Enclosure

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 17, 1998, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated August 27, 1998, between Assignor, as Lessor, and Steelton & Highspire Railroad Company, for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on the date set forth above and shall be effective as of December 17, 1998.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

Title: President

STAR BANK, N.A.

By: 

Name: LynnAnne Rose

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

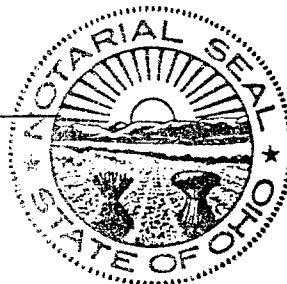
On this 17th day of December, 1998, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 17th day of December, 1998.

Julie M. Woodard
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 17th day of December, 1998, before me the subscriber, Michael P. Dickman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne Rose, to me personally known, who stated and acknowledged that she is the Vice President of Star Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this 17th day of December, 1998.

Michael P. Dickman
(Notary Signature)

My commission expires:

MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003